



THE UNITED STATES
CORPORATION
COMPANY

FILE THIRD
A 98000000371

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 PM 3:01

ACCOUNT NO. : 072100000032

REFERENCE : 698660 87551A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 140.00

ORDER DATE : February 9, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 698660-015

CUSTOMER NO: 87551A

100002424781--8

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: DELRAY INVESTORS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 FEB -9 AM 10:52
DIVISION OF CORPORATION

2/9/98

BK

**CERTIFICATE OF LIMITED PARTNERSHIP
DELRAY INVESTORS, LTD.**

The undersigned certifies as follows with respect to Delray Investors, Ltd., a limited partnership to be formed under the laws of the State of Florida:

1. Name of Partnership. The name of the Partnership is Delray Investors, Ltd.
2. Office; Agent. The address of the office of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410. The name and address of the agent for service of process is Dasco Development Corporation, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.
3. General Partner. The name of the sole General Partner is Delray Medical Equity Investors, Ltd., a Florida limited partnership, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, and its business is acting as General Partner of the Partnership.
4. Mailing Address. The mailing address of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.
5. Termination. The latest date on which the Partnership is to dissolve is December 31, 2028.

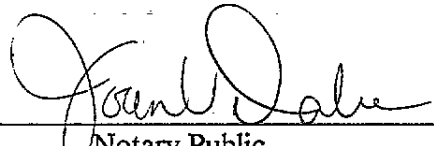
DELRAY MEDICAL EQUITY INVESTORS, LTD., a Florida
limited partnership, its sole general partner

By: DELRAY MEDICAL EQUITY CORPORATION,
a Florida corporation, its sole general partner

By: 
Patrick J. DiSalvo
Vice President

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Be it known that on the 6th day of February, 1998, before me, a duly authorized Notary Public in and for the State and County aforesaid, personally came Patrick J. DiSalvo, Vice President of Delray Medical Equity Corporation, a Florida corporation, to me known to be the person described in and who executed the foregoing certificate on behalf of said Corporation. He is personally known to me.


Notary Public

My Commission Expires:



Joan V. Dalle
MY COMMISSION # CC656228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 PM 3:01

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The undersigned, Partick J. DiSalvo ("Affiant"), being first duly sworn, deposes and says that:

1. Affiant is the Vice President of Delray Medical Equity Corporation, a Florida corporation, which is the sole general partner of Delray Medical Equity Investors, Ltd., which is the sole general partner of Delray Investors, Ltd. (the "Partnership"), a limited partnership formed under the laws of the State of Florida.

2. The amount of capital contributions to date of the limited partners is \$10.00. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

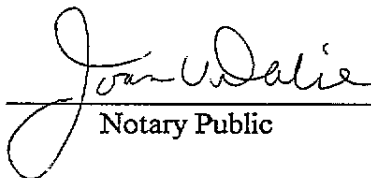
IN WITNESS WHEREOF, the undersigned has set his hand and seal this 6th day of February, 1998.



Patrick J. DiSalvo

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Subscribed, sworn to and acknowledged before me this 6th day of February, 1998, by Patrick J. DiSalvo in his capacity as Vice President of Delray Medical Equity Corporation.


Notary Public

My Commission Expires:



Joan V. Dalle
MY COMMISSION # CC656228 EXPIRES
July 6, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB - 6 PM 3:00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF SECTION 607.0505 FLORIDA STATUTES AND WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 6, 1998

DASCO DEVELOPMENT CORPORATION,
a Florida corporation

By: _____



Patrick J. DiSalvo
Executive Vice President